

Franchise Tax Board**NO ANALYSIS REQUIRED**Author: Kelley Analyst: Roger Lackey Bill Number: SB 284Related Bills: See Prior Analysis Telephone: 845-3627 Amended Date: 07-15-99Attorney: Patrick Kusiak Sponsor: _____**SUBJECT:** Secretary of State

- _____ ANALYSIS NOT REQUIRED of this bill -- Not within scope of responsibility of this department.
- _____ TECHNICAL BILL -- No program or fiscal changes to existing program.
- _____ BILL AS AMENDED NO LONGER WITHIN SCOPE of responsibility or program of the department.
- _____ TECHNICAL AMENDMENT - No change in previously submitted analysis required. Approved position of prior analysis is _____.
- X MINOR AMENDMENT - No change in previously submitted analysis required. Approved position of prior analysis is Neutral.
- _____ MINOR AMENDMENT - No change in approved position of _____. See comments below.
- _____ OTHER - See comments below.

COMMENTS:

This bill would provide that upon a corporate merger, the surviving domestic corporation would assume the liability of the disappearing corporation and file the required tax and information returns. In addition, this bill would require under certain circumstances that the Secretary of State (SOS) file the merger without a certificate of satisfaction from the Franchise Tax Board (FTB).

Also, this bill would provide that a registered foreign limited liability partnership that ceases to be such an entity must file a tax clearance certificate received from the FTB with the notice filed with the SOS that it is no longer a limited liability partnership.

This bill would make several miscellaneous amendments to various California codes, which would not impact the department.

The July 15, 1999, amendments provided that of the business fees collected by the SOS, up to \$2 million shall be transferred at the end of each fiscal year to the SOS Business Programs Account. Any additional fees and interest earned would be transferred to the General Fund at the end of each fiscal year. These amendments do not impact FTB.

Board Position:

_____ S	_____ NA	_____ NP
_____ SA	_____ O	_____ NAR
<u>X</u> N	_____ OUA	_____ PENDING

Franchise Tax Board Staff

Date

Roger Lackey**7/21/1999**